

10/22/03

10-24-2003



To the Honorable Commissioner of Patents

Send original documents or copy thereof.

1. Name of conveying party(ies):

102582845

Name of receiving party(ies):

MainControl, Inc.

Name: MRO Software, Inc.

- Individual(s)
- General Partnership
- Corporation Delaware
- Other
- Association
- Limited Partnership

Internal Address: _____

Street Address: 100 Crosby Drive
City: Bedford State: Massachusetts ZIP: 01730

Additional name(s) of conveying party(ies) attached? Yes No

- Individual(s) citizenship _____
- Association _____
- General Partnership _____

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

- Limited Partnership _____
- Corporation Massachusetts
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

Execution Date: October 17, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s) 2107621

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Linda A. Casey, Senior Trademark Paralegal

Internal Address: Foley Hoag LLP

6. Total number of applications and registrations involved: 1 registration

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

Street Address: 155 Seaport Boulevard

City: Boston State: MA ZIP: 02210

8. Deposit account number:

06-1446

(Attach duplicate copy of this page if paying by deposit account)

703 OCT 22 PM 12:39
OPR/FINANCE

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Linda A. Casey
Name of Person Signing

Linda A. Casey
Signature

October 17, 2003
Date

Total number of pages comprising cover sheet: 1

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TRADEMARK
REEL: 002850 FRAME: 0779

U.S. TRADEMARK ASSIGNMENT

WHEREAS, MainControl, Inc., a corporation organized and existing under the laws of Delaware and located at 7900 Westpark Drive, McLean, Virginia 22101 (formerly located at 8230 Boone Boulevard, Vienna, Virginia 22182) ("Assignor"), has adopted, used and registered the marks identified in the attached schedule (the "Marks"); and

WHEREAS, MRO Software, Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts and located at 100 Crosby Drive, Bedford, Massachusetts 01730 ("Assignee") is desirous of acquiring Assignor's rights in the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, transfer and convey to Assignee all of its right, title and interest in and to the Marks, including the U.S. applications and registrations shown in the attached schedule and renewals thereof, together with the goodwill of the business associated with the use of and symbolized by the Marks, and the right to sue and recover for past infringement of the Marks.

MainControl, Inc.

Date: October 17, 2003

By: 

Name: Craig Newfield

Title: Vice President & General Counsel

Signed under Seal

Schedule of Trademarks**Assigned by MainControl, Inc. to MRO Software, Inc.**

TRADEMARK	APPLICATION NUMBER/ FILING DATE	REGISTRATION NUMBER/ DATE
MAINCONTROL	74/676025 5/18/95	2,107,621 10/21/97
MAINCONTROL, MANAGING YOUR E- BUSINESS INFRASTRUCTURE	75/709769 5/20/99	
MAINNEWS	75/397661 11/17/97	2,252,916 6/15/99
MC/EMPOWER	75/332771 7/30/97	2,346,322 5/2/00
SOFTWAREJET	75/332770 7/30/97	2,342,117 4/18/00
VALUEWISE	75/332772 7/30/97	2,342,118 4/18/00

Certificate of Mailing

I, Guy Marochino, do hereby certify that the foregoing documents are being deposited with the United States Postal Service as First Class Mail, postage prepaid, in an envelope addressed to the U.S. Department of Commerce, Patent & Trademark Office, Attn.: Assignment Division, Washington, D. C. 20231, on this 17th date of October, 2003.



Guy Marochino

Enclosures:

Recordation Form Cover Sheet,
U.S. Trademark Assignment, &
Deposit Account Order Form

Nature of Conveyance: Assignment
Receiving Party: MRO Software, Inc.

20/342583.16

RECORDED: 10/22/2003

TRADEMARK
REEL: 002850 FRAME: 0782